

RECORDATION NO. 21074-A & B FILED  
DEC 16 '97 1-30 PM

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December 16, 1997

RECORDATION NO. 21074 FILED  
DEC 16 '97 1-30 PM

*File*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECEIVED  
SURFACE TRANSPORTATION BOARD  
DEC 16 1 30 PM '97

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Agreement, dated August 1, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Agreement Assignment, Management and Escrow Agreement, dated December 1, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 4, 1997.

The names and addresses of the parties to the enclosed documents are:

*Primary* → Full Service Lease Agreement

Lessor: The Andersons  
480 West Dussell Drive  
Maumee, Ohio 43537

Lessee: General Mills Operations Inc.  
P.O. Box 1113  
#1 General Mills Blvd.  
Minneapolis, Minnesota 55426

Vernon A. Williams  
December 16, 1997  
Page 2

A →

Memorandum of Lease Assignment, Management  
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.  
480 West Dussell Drive  
Maumee, Illinois 43537

B →

Memorandum of Asset Purchase, Assignment  
and Assumption Agreement

Assignee: Star Bank, National Association  
425 Walnut Street  
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to the Lease Agreement.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

DEC 16 '97

1-30PM

**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT  
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on December 1, 1997, by and between The Vaughn Group, Ltd. ("Assignee"), and The Andersons, Inc. ("Assignor").

**WITNESSETH:**

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated December 1, 1997, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Assignment and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

Name: **John V. Handelsman**  
**President and CEO**

Title: \_\_\_\_\_

THE ANDERSONS, INC.

By: 

Name: **GARY SMITH**

Title: **V.P. Fin. & Inv.**

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 15th day of December, 1997 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegelé  
Notary Public

KATHY J. VOEGELE  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio )  
COUNTY OF Lucas ) SS

On this 11 day of December, 1997 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/she is the V.P. Treasury & Finance of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth J. Hall  
Notary Public

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date.  
Section 147.03 O.R.C.

My commission expires:

<b>Exhibit A</b> <b>General Mills #199602-GENR3</b>		
1	BAEX	185
2	BAEX	189
3	BAEX	193
4	BAEX	194
5	BAEX	195
6	BAEX	199
7	BAEX	201
8	BAEX	202